

PATTON, BOGGS & BLOW

2550 M STREET, N.W.

WASHINGTON, D.C. 20037-1350

(202) 457-6000

TELECOPIER: 457-6315

TRT TELEX: 197780

JAMES R. PATTON, JR.
GEORGE BLOW
JOSEPH L. BRAND
THOMAS HALE BOGGS, JR.
TIMOTHY J. MAY
HARRY A. INMAN
ELLIOT H. COLE
J. GORDON ARBUCKLE
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J. KIRK WADE
STUART M. PAPE
JOE ROBERT REEDER
STEVEN M. SCHNEEBaum
CLIFF MASSA III
SHAOLU ASLAN
DONALD V. MOOREHEAD

250 WEST PRATT STREET
BALTIMORE, MARYLAND 21201
(301) 659-5600

700 RALEIGH FEDERAL SAVINGS
BANK BUILDING
RALEIGH, NORTH CAROLINA 27602
(919) 832-4111

104 NORTH ELM STREET
GREENSBORO, NORTH CAROLINA 27401
(919) 273-1733

101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602
(813) 222-8888

FRANK R. SAMOLIS
DON A. ALLEN
RICHARD M. STOLBACH
KATHARINE R. BOYCE
GEORGE M. BORABABY
JEFFREY T. SMITH
GEORGE J. SCHUTZER
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JOHN A. MOAG, JR.
MICHAEL D. ESCH
FLORENCE W. PRIOLEAU
JUDITH BARTNOFF
JOHN F. JONAS
C. ALLEN FOSTER*

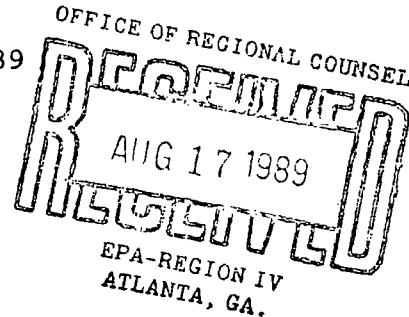
RICHARD D. CONNER*
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DEAN M. DILLEY
DEBORAH F. NEIPRIS
JOHN C. MARTIN
DEBORAH M. LODGE
MITCHELL R. BERGER
DONALD H. PEARLMAN*

WRITER'S DIRECT DIAL

(202) 457-5282

August 15, 1989

Carol F. Baschon, Esq.
Assistant Regional Counsel
U.S. Environmental Protection Agency
Region IV
345 Courtland Street, N.E.
Atlanta, GA



Re: Collierville Site

Dear Carol:

This letter transmits for your consideration language we suggest using on an open issue in the consent order: site access. The proposed additional language concerning site access addresses two issues: first, obtaining permission from adjoining property owners to carry out sampling and other work, and second, advance notice in the event photographic work is to be done at the site.

The language we suggest on the first point is modelled on a consent order used by Region VII late in June. We believe it is a reasonable and workable provision concerning access to adjacent properties, and gives both parties sufficient flexibility to deal with potential access problems.

The language concerning photographic work is intended to do two things, first to assure that Carrier is not put in the position of choosing between violating the order or applicable national security requirements, and second, to assure that Carrier and EPA can work out appropriate protections for the configuration of Carrier's assembly process. Carrier believes that certain aspects of that process, in particular the particular combination of assembly techniques and equipment, may be unique in the industry; Carrier considers this proprietary.



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PATTON, BOGGS & BLOW

Carol F. Baschon, Esq.

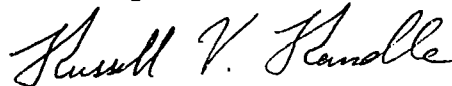
August 15, 1989

Page 2

In the unlikely event photographs inside the plant are deemed necessary, Carrier wants to assure that appropriate portions of its process can be protected from disclosure to the public, and thus to its competitors. As a practical matter, we doubt photographic work inside the plant will be needed.

Please let us know your comments or suggestions on this proposed language.

Sincerely,

A handwritten signature in cursive script, reading "Russell V. Randle".

Russell V. Randle

RVR/tlc
Enclosure

To the extent that RI/FS involves activities that must be carried out on properties (other than the Facility) not owned by Respondent, Respondent shall use its best efforts to obtain access agreements from the property owners within thirty (30) calendar days of the identification of the access need. Best efforts as used in this paragraph shall include, at a minimum, a certified letter from Respondent to the present owners of such property requesting access agreements to permit Respondent and EPA and its authorized representatives to have access to such property. In the event that such access agreements are not obtained within the time set forth in this Paragraph, Respondent shall notify the EPA within five (5) working days of the receipt of denial of its request for off-site access. Respondent shall indicate both the lack of agreements and the level of effort made to obtain such access agreements. In such event, and if either party deems such agreement essential to the satisfaction of the requirements of this Order, EPA may, in its discretion, take such action as it deems appropriate to secure such access agreement. If Respondent is unable to secure an access agreement in accordance with this paragraph, such event will constitute a Force Majeure with respect to the activities for which the property in question is necessary. In no event shall this paragraph apply to the Facility.

In the event EPA or its authorized representatives deem it necessary under this Order to take photographs at the facility, two days advance notice shall be given Carrier for photographs taken outdoors at the facility, and ten days advance notice for any photographs taken inside buildings at the facility. The purpose of such advance notice is to provide Carrier time to assure that:

(1) such photographic work does not violate any applicable national security requirements of any government contracts under which it may then be working;

(2) appropriate arrangements are made with EPA to protect any confidential commercial information disclosed in such photographs. Carrier believes that certain aspects of its assembly process may be unique in the industry, and regards these as proprietary information; and

(3) appropriate escorts are available for such photographic work.